

**National Association of Rhythm & Blues DeeJays, Inc.
Bylaws**

Approved by Board of Directors: May 3, 2021

Article 1. Name

1-A. The name of the corporation shall be National Association of Rhythm & Blues DeeJays, Inc.

1-B. The acronym for the name of the corporation shall be NAR&BDJ.

Article 2. Principal Address

2-A. The principal address shall be:
828 McCallister Ave.
Sun City Center, FL 33573

Article 3. Purpose

3-A. The National Association of Rhythm & Blues DeeJays is organized exclusively for the charitable purpose of promoting, preserving and perpetuating a type of music known as Rhythm & Blues that is commonly played by DeeJays at social dance events. The NAR&BDJ shall develop and deliver support services to new and current DeeJays throughout the country that increase exposure to and knowledge of Rhythm & Blues music. Support services will include but not be limited to, on-line and in person training for DeeJays and sponsorship for dance events where Rhythm & Blues music is played. Since many of the social dances still done today grew out of Rhythm & Blues music, the support to DeeJays will at the same time help to preserve the dance.

Article 4. Membership

4-A. Membership Categories

1) Regular Membership

Eligibility Requirement: Active DeeJays who play as a part-time hobby or full-time profession and who actively support NAR&BDJ, its mission and its members.

2) Associate Membership

Eligibility Requirement: Individuals, social dance club or group, business, or major dance event that wishes to actively show their support for NAR&BDJ, its mission and its members. Examples include, but are not limited to, retired or inactive DeeJays, event and music coordinators, record/cd/music collectors, radio stations, record labels, music businesses or any R&B enthusiast.

4-B. Membership Dues

- 1) New members shall complete and submit a membership application accompanied by a \$20 membership fee that will expire on December 31st of the year that the new member was approved for membership.
- 2) Thereafter, in December of each year, all members will receive notice by regular mail, email, or via the NAR&BDJ newsletter that their membership will expire on December 31st. The renewal notice shall include a contact and DJ status update form, the amount of the dues, the deadline for payment of dues, and the consequences for failure to pay the dues by the required deadline.
- 3) Renewal dues shall be paid and processed during the months of December, January and through February 16th. If the annual dues are not received by the February 16th deadline, the member will be removed from the active roster until such time that he/she submits a new application for membership.

4-C. Voting Rights

1) Regular Members

Regular Members shall have the right to nominate candidates for board positions, nominate individuals for organizational awards, and to vote in annual elections for board member candidates.

2) Associate Members

Individual Associate Members shall have the right to nominate individuals for organizational awards, and nominate candidates for the board.

Associate Members that are organizations or businesses may neither nominate for awards or board positions nor vote in any election.

Article 5. Elections Process

5-A. Nominating Committee

- 1)** At the regular board meeting in September, the president shall appoint a nominating committee consisting of NAR&BDJ members. The president shall appoint a member of the board whose term is not expiring as chair of the committee. The chair shall immediately prepare and send an announcement to the membership to solicit nominations of self or other members in good standing and to inform them of the deadline for nominations.
- 2)** Prior to October 31st the Nominating Committee shall present to the board a slate of candidates equal to the number of board vacancies anticipated as of January 1st. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship.
- 3)** Upon receipt of the Nominating Committee's report, the president shall immediately notify the membership by mail or email of the names of persons nominated as candidates for directors.
- 4)** The secretary of the board shall mail a ballot to every Regular Member. Each ballot will contain a statement of the date that the ballot must be received by NAR&BDJ in order to be valid.
- 5)** Ballots shall be counted by one board member who is not a candidate for a board position and one trusted person who is not a board member to serve as an independent witness to confirm the accuracy of the counted votes. The candidate for each position who receives the majority of votes shall be declared the winner. In the event of a tie vote the board shall select the winner. In the event that there are no candidates for a position, the board shall appoint a member of their choosing from the current Regular Members.
- 6)** All newly elected and appointed board members shall be seated at the first board meeting of the new year and shall be participating members thereafter.

Article 6. Board & Officers

6-A. Board Composition

- 1) The Board of Directors shall consist of a President, Vice President, Secretary, Treasurer and 4 Regional Directors representing the north, south, east and west regions of the United States. There shall be no less than three (3) nor more than eight (8) members of the board. All members of the Board will be voting members.

6-B. Board Terms

- 1) Each Board member shall serve a two-year term and no Board member shall serve more than two consecutive terms in the same position. Terms will be staggered so that one half the board members will be elected in an odd year and half in an even year. A term will begin on January 1st and end on December 31st of the second year.
- 2) **Regional Directors exception:** Regional Directors may run for the same position on an unlimited basis. When a Regional Director desires to run for an additional term and there is no opponent candidate, the seated Regional Director's name must still appear on the ballot.
- 3) **Exception:** A staggered term system will be implemented in the December 2021 election and continue thereafter. One half of the officers will serve an initial one-year term and one half of the officers will serve an initial two-year term. One half of the Regional Directors will serve an initial one-year term and one half of the Regional Directors will serve an initial two-year term. Thereafter, all terms will be for two years.

6-C. Vacancies

- 1) If for any reason a Director should retire, be removed, or no longer be able to serve, the position shall be filled from the current Regular Membership rolls by a majority vote of the remaining Directors. The newly appointed board members will fill the unexpired term of the vacated position.

6-D. Compensation

- 1) Members of the board, whether elected or appointed, serve as volunteers and shall not be compensated.

6-E. Meeting Attendance

- 1) A member of the board of directors who is absent from 3 consecutive regular meetings of the board of directors shall automatically be dropped from the membership on the board unless confined by illness or other absence approved by a majority vote of those voting at any meeting thereof.

Article 7. Duties and Responsibilities of Officers and Directors

7-A. President (Director): Duties include, but may not be limited to, the following:

- 1) Preside and maintain order at all official meetings using the established guidelines of Roberts Rules of Order. The President may not vote on motions before the Board except in the case of a tie vote;
- 2) Act as the primary spokesperson and public relations representative for the NAR&BDJ;
- 3) Monitor the activities and progress of established committees;
- 4) Enforce the guidelines of the established bylaws;
- 5) Maintain an ongoing personal file of current and past NAR&BDJ correspondence, including emails, postal, and meeting notes;
- 6) Maintain digital back up files of all NAR&BDJ official documents;
- 7) Establish and promote a working relationship with all other groups, associations, and clubs, (social and commercial) which have similar music interests;
- 8) Assist the newsletter editor in the gathering of information for periodic newsletters, flyers, social media, and email correspondence;
- 9) Ensure that all documents held by the President are transferred to another board member in the event that the President vacates that position;
- 10) Take such other actions deemed necessary to maintain a strong and functioning organization.

- 7-B. Vice President (Director):** Duties include, but may not be limited to, the following:
- 1) In the absence of the President and when so directed by the President, perform the duties of the President and such other duties as assigned by the President;
 - 2) Coordinate the activities of the Regional Directors;
 - 3) Coordinate special projects / events when so directed;
 - 4) Assist the newsletter editor in the gathering of information for periodic newsletters, flyers, social media, and email correspondence;
 - 5) Ensure that all documents held by the Vice President are transferred to the President or other board member in the event that the Vice President vacates that position;
 - 6) Perform other duties as assigned by the President.

- 7-C. Treasurer (Director):** Duties Include, but may not be limited to, the following:
- 1) Receive and deposit all monies due the NAR&BDJ;
 - 2) Maintain accurate records of all financial transactions;
 - 3) Work with the Budget & Finance Committee to develop an annual budget;
 - 4) Pay all debits by NAR&BDJ checking account or credit card where needed;
 - 5) Ensure that all documents held by the Treasurer are transferred to the President or other board member in the event that the Treasurer vacates that position;
 - 6) Perform other duties as assigned by the president.

- 7-D. Secretary (Director):** Duties include, but are not limited to, the following:
- 1) Preparing, and maintaining an historical file of the minutes of all meetings, whether in person, telephone, or video conference;
 - 2) Maintain a digital record of Policies & Procedures;

- 3) Maintain membership applications, correspondence, and the issuing of all membership cards and association correspondence to all members;
- 4) Ensure that a photo and contact information of new members is sent to the webmaster;
- 5) Maintain an up-to-date membership roster and share this information with the Board, Newsletter Editor, and Webmaster, for inclusion on the association website.
- 6) Report monthly to the Board regarding new members;
- 7) Work with the treasurer to ensure all membership dues and information is up-to-date;
- 8) Maintain a permanent record of all physical assets belonging to NAR&BDJ;
- 9) Ensure that all documents held by the secretary are transferred to the president or other board member in the event that the secretary vacates that position;
- 10) Perform other duties as assigned by the President.

7-E. Regional Directors: Duties include, but are not limited to, the following:

- 1) Act as the primary “point of contact” within their region;
- 2) Keep the vice president, president, other Board members informed of activities in each region;
- 3) Forward membership applications to the Secretary for processing.
- 4) Share newsworthy information from each region with the NAR&BDJ newsletter editor;
- 5) Disseminate information about NAR&BDJ and solicit new members;
- 6) Work with the vice president and other regional directors to create an NAR&BDJ presence in states in each region;
- 7) Perform other such duties as assigned by the president.

Article 8. Meetings

8-A. Regular Board Meetings

- 1) The board will meet at least quarterly at an agreed-upon time to conduct the regular business of NAR&BDJ. Regular meetings will be held via online telephone or video conferencing services or in person.

8-B. Special Board Meetings

- 1) Special board meetings may be called by the president or by the board of directors upon written application of three (3) members of the board. Special meeting notices must be sent to all board members and shall be in writing and sent via email at least seven (7) days prior to the meeting. The Notice of Special Meeting shall state the purpose of the meeting and provide a reason the matter to be discussed cannot wait until the next regular meeting. Special Board Meetings will be held via online telephone or video conferencing services or in person.

8-C. Quorum

- 1) A quorum shall be required at each meeting for any vote to be valid. A quorum shall be defined by a presence of at least five (5) board members at any regular board meeting, and any special board meeting. Documentation of a quorum shall be noted in all meeting minutes.
- 2) In the event a full membership meeting is held, and there is reason for a vote to be taken, a vote shall be a majority of members present.

Article 9. Committees

9-A. Standing Committees

- 1) Audit Committee

The Audit Committee shall perform an internal audit in October of each year to evaluate the board's financial status, review financial records for accuracy, and to ensure that adequate internal controls are in place. Audit committee members shall not include the board Treasurer or President.

A report of findings of the internal audit shall be prepared and delivered to the full board no later than December of each year.

An internal audit process shall be used until such time that IRS 501(c)3 rules require an independent external audit.

2) Finance & Budget Committee

The Finance & Budget Committee shall consider the financial resources and obligations of the NAR&BDJ, develop an annual budget in conjunction with the Treasurer, and make recommendations to the Board on financial matters.

No later than September, the treasurer shall convene the committee to prepare a proposed operating budget for the next year. The proposed budget shall be presented to the board for approval no later than December 31st.

3) Policy & Procedures Committee

The Policy & Procedures Committee shall create written policies and procedures when new NAR&BDJ structures or functions arise.

Periodically review existing policies and procedures to ensure that practices comply with policy and procedures.

4) Bylaws & Oversight Committee

The Bylaws & Oversight Committee shall be responsible for making sure that all rules in the bylaws are being followed. The committee will provide guidance to the board to ensure that business, including voting, is conducted according to the bylaws.

The committee shall periodically review the bylaws to determine whether changes need to be made. If the need arises to amend the bylaws, the committee will oversee the process, draft the amendment and present it to the board for approval.

9-B. Ad hoc Committees

- 1) Ad hoc committees may be appointed by the president for a special purpose or task that can be resolved in a limited amount of time. Committees shall be discharged by the president of the board when their work has been completed and their reports accepted by the board, or when, in the opinion of the board, it is deemed wise to discontinue the committee.
- 2) The president shall appoint all committee chairs and committee members. Each committee chair will assume responsibility for setting meeting dates and times, providing notice to committee members, setting an agenda, preparing minutes, and preparing an annual report to be presented to the board in December.

- 9-C. Non-board members may serve on both Standing and Ad hoc Committees but may not serve in the role of chair.

Article 10. Financial

- 10-A. The NAR&BDJ fiscal year shall be January 1st through December 31st of each year.
- 10-B. Monthly Financial reports will be compiled by the Treasurer and submitted to the Board for review and filing at each regular meeting.
- 10-C. An internal audit shall be completed annually and the results compiled by the audit committee and submitted to the Board for review and approval no later than December 31st.

Article 11. Parliamentary Authority

- 11-A. The current edition of Robert's Rules of Order shall be the final source of authority on all questions of parliamentary procedures when such rules are not consistent with the Articles of Incorporation or bylaws of the NAR&BDJ.

Article 12. Amendment

- 12-A. These bylaws may be amended or replaced by a two-thirds vote of the board of directors at any regular or special meetings, provided that notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board in writing at least ten (10) days in advance of the meeting at which they are to be acted upon.

Article 13. Assurances

- 13-A. No part of the net earnings of the NAR&BDJ shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the NAR&BDJ shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

- 13-B.** No substantial part of the activities of the NAR&BDJ shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the NAR&BDJ shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- 13-C.** Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 13-D.** Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Article 14. Dissolution of Corporation

- 14-A.** The NAR&BDJ shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure or be distributed to the members of the NAR&BDJ. On dissolution of the Corporation, all physical assets shall be sold with cash received from such sale, and all cash in any financial accounts, after outstanding obligations are satisfied, shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.